

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al.)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
Debtors.)	

**COUNTER-DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD
ON APPEAL REGARDING THE BANKRUPTCY COURT'S ORDER
DENYING MOTION OF THE STATE OF NEW JERSEY,
DEPARTMENT OF ENVIRONMENTAL PROTECTION,
FOR LEAVE TO FILE A LATE PROOF OF CLAIM**

The above-captioned debtors and debtors-in-possession (the "Debtors"), by their counsel, pursuant to Federal Rule of Bankruptcy Procedure 8006 and Local Rule 8006-1, in connection with the Appellants' Notice of Appeal (Docket No. 16523, filed on August 17, 2007) of the Bankruptcy Court's Order Denying Motion of the State of New Jersey, Department of Environmental Protection, for Leave to File a Late Proof of Claim, entered in these cases on August 2, 2007 (Docket No. 16467), set forth this Counter-Designation of Items to be Included in the Record on Appeal.

Additional Items to be Included in the Record on Appeal Case No. 01-01139 (JKF)			
	Date	Bankruptcy Dkt. No.	Description
1	4/09/2007	15117	Transcript of April 2, 2007 Hearing
Additional Items to be Included in the Record on Appeal Case No. AP 05-52724 (JKF)			
	Date	Bankruptcy Dkt. No.	Description
2	9/19/2005	3	Debtors' Motion for an Injunction Under Sections 105 and 362 of the Bankruptcy Code
3	10/07/2005	6	Defendants' Notice of Motion to Dismiss Debtors' Complaint for Declaratory and Injunctive Relief
4	10/07/2005	7	Defendants' Brief in Support of Defendants' Motion to Dismiss Debtors' Complaint for Declaratory and Injunctive Relief
5	10/28/2005	8	Debtors' Opposition to Defendants' Motion to Dismiss

6	1/17/2006	10	Modified Order Regarding Debtors' Motion for an Injunction Under Sections 105 and 362 of the Bankruptcy Code
7	2/23/2007	25	Twelfth Order Regarding Debtors' Motion for an Injunction Under Sections 105 and 362 of the Bankruptcy Code
Additional Items to be Included in the Record on Appeal United States District Court District of New Jersey Trenton Vicinage Civil Action No. 05-4581 (MLC)			
	Date	Dkt. No.	Description
8	10/03/2005	2	Brief on Behalf of Defendants W. R. Grace & Co. and W. R. Grace & Co.-Conn. in Support of Motion to Transfer Venue to the Delaware Bankruptcy Court Pursuant to 28 U.S.C. § 1412 and the Standing Order of the United States District Court for the District of Delaware, Dated July 23, 1984
9	10/06/2005	3	Notice of Motion to Remand
10	10/06/2005	4	Plaintiff's Brief in Support of Plaintiff's Motion to Remand this Action to the Superior Court of New Jersey under 28 U.S.C. § 1447(c), or Alternatively, 28 U.S.C. § 1452(b)
11	10/07/2005	5	Brief in Support of Motion to Remand
12	10/20/2005	7	Plaintiff's Brief in Opposition to Defendants' Motion to Transfer to Delaware Bankruptcy Court
13	10/20/2005	8	Defendants' Brief in Opposition to Plaintiff's Motion to Remand under 28 U.S.C. § 1447(C) or 28 U.S.C. § 1452(B)
14	10/27/2005	11	Defendants' Reply to Plaintiff's Brief in Opposition to Defendants' Motion to Transfer to Delaware Bankruptcy Court
15	10/27/2005	12	Plaintiff's Brief in Reply to Defendant's Opposition to Plaintiff's Motion to Remand this Action to the Superior Court of New Jersey under 28 U.S.C. § 1447(c)

Designation of Record

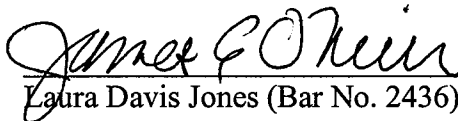
The Debtors hereby correct one of the items misdesignated by the Appellants in the Designation. Item 9 of the Appellants' Designation, the "State's Response to Debtor's Objection," should be docket number 16296, and not 16297 as designated by the Appellants.

Dated: August 27, 2007

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A handwritten signature in cursive script, appearing to read "James E. O'Neill", is written over a horizontal line.

Laura Davis Jones (Bar No. 2436)
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